

26

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

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August 16, 1989

RECORDATION NO

FILED 1425

AUG 28 1989 - 12 05 PM

INTERSTATE COMMERCE COMMISSION

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9-240A022

RECORDATION NO

FILED 1425

AUG 28 1989 - 12 05 PM

INTERSTATE COMMERCE COMMISSION

Via Air Courier

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 28508 --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series 69

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Eighth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of July 10, 1989, creating Southern Pacific Transportation Company Equipment Trust, Series 69, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of July 1, 1977, recorded on August 26, 1977, at 2:15 PM, assigned Recordation No. 8947;

Ms. Noreta R. McGee
Page Two
August 16, 1989

Equipment Lease dated July 1, 1983, between Southern Pacific Transportation Company and Union Pacific Railroad Company, recorded on August 22, 1983, at 10:20 AM, assigned Recordation No. 8947-A;

First Supplement to Equipment Trust Agreement dated as of October 31, 1983, recorded on December 6, 1983, at 2:40 PM, assigned Recordation No. 8947-B;

Second Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 8947-C;

Third Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 8947-D;

Fourth Supplement to Equipment Trust Agreement dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 8947-E;

Assignment and Transfer of Certain Road Equipment dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 8947-F;

Fifth Supplement to Equipment Trust Agreement dated as of July 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 9847-G;

Assignment and Transfer of Certain Road Equipment dated as of July 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 9847-H;

Sixth Supplement to Equipment Trust Agreement dated as of May 5, 1988, recorded on May 20, 1988, at 11:50 AM, assigned Recordation No. 8947-I;

Assignment and Transfer of Certain Road Equipment dated as of May 5, 1988, recorded on May 20, 1988, at 11:50 AM, assigned Recordation No. 8947-J;

Seventh Supplement to Equipment Trust Agreement dated as of August 31, 1988, recorded on September 13, 1988, at 3:05 PM, assigned Recordation No. 8947-K; and

Assignment and Transfer of Certain Road Equipment dated as of August 31, 1988, recorded on September 13, 1988, at 3:05 PM, assigned Recordation No. 8947-L.

Ms. Noreta R. McGee
Page Three
August 16, 1989

In connection with the recording of the Eighth Supplement and Assignment and Transfer, each dated as of July 10, 1989, to the Equipment Trust Agreement dated as of July 1, 1977, the following information is set forth:

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.
30 South 30th Street
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment
Covered by the Eighth Supplement:

<u>Number of Units</u>	<u>Description</u>
14	100-ton Gondola Cars; Baldwin, builder; lettered SP and numbered 341341-341346 (GRIP Date - July, 1977), 341354-341358 (GRIP Date - September, 1977) and 341359-341361 (GRIP Date - October, 1977).

General Description of the Equipment Covered by the
Assignment and Transfer of Certain Road Equipment:

<u>Number of Units</u>	<u>Description</u>
1	Diesel Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 4430.
3	100-ton Box Cars; FMC Corporation (Marine and Rail Equipment Division), builder; lettered SP and numbered 605581, 605591 and 605592.
1	100-ton Gondola Car; PACCAR, Inc. (Pacific Car and Foundry Company Division), builder; lettered SP and numbered 323088.

Ms. Noreta R. McGee
Page Four
August 16, 1989

When the recording of the Eighth Supplement and Assignment and Transfer have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you and return four (4) of the same to the undersigned.

Very truly yours,

A handwritten signature in cursive script, reading "Louis P. Warchot".

Louis P. Warchot
General Attorney

Enclosures

cc: Mr. E. L. Johnson
(Attn: Mr. C. D. Tyler)

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SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 69

RECORDATION NO

8947-M

FILED 1429

AUG 28 1989 -12 05 PM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of July 10, 1989

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

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ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT,
dated as of the tenth day of July, 1989, by FIRST
PENNSYLVANIA BANK, N.A., a corporation duly organized and
existing under the laws of the Commonwealth of Pennsylvania,
Trustee under the Equipment Trust Agreement hereinafter
mentioned (hereinafter called the "Trustee"), to SOUTHERN
PACIFIC TRANSPORTATION COMPANY, a corporation duly organized
and existing under the laws of the State of Delaware (herein-
after called the "Company").

WHEREAS, a by a certain Equipment Trust Agreement, bearing
date as of July 1, 1977, by and between the Trustee and the
Company (hereinafter called the "Equipment Trust Agreement"),
there was constituted the "Southern Pacific Transportation
Company Equipment Trust, Series 69," pursuant to which Trustee
leased certain railroad equipment to the Company, upon the
terms and conditions therein set forth; and

WHEREAS, certain box cars, a gondola car and a locomotive
comprising said Trust Equipment (hereinafter collectively
called "Unsuitable Equipment") have become unsuitable for use
by the Company, and in accordance with the provisions of said
Equipment Trust and in anticipation and consideration of the
release of such Unsuitable Equipment, the Company has assigned
and transferred to the Trustee other standard-gauge railroad
equipment (hereinafter called the "Replacement Equipment"),
other than work equipment, as specifically described in the
Eighth Supplement to Equipment Trust dated as of July 10,
1989 ("Eighth Supplement"):

Number of
Units

Description

- | | |
|---|---|
| 3 | 100-ton Box Cars; FMC corporation
(Marine and Rail Equipment Division),
builder; lettered SP and numbered
605581, 605591 and 605592. |
| 1 | 100-ton Gondola Car; PACCAR, Inc.
(Pacific Car and Foundry Company
Division), builder; lettered SP and
numbered 323088. |
| 1 | Diesel Locomotive; General Motors Corp.
(Electro-Motive Division), builder;
lettered SP and numbered 4430. |

WHEREAS, the Company has well and truly performed all of the covenants and conditions on its part to be performed under the said Equipment Trust Agreement, including all payments required of it to be made, and as a result of such good standing and by virtue of the prior subjection and the Trustee's acceptance of the Replacement Equipment to the Equipment Trust Agreement pursuant to the Eighth Supplement thereto, the Company is now entitled to the release of the aforesaid Unsuitable Equipment under Section 4.09 of said Equipment Trust Agreement.

NOW, THEREFORE, THIS INDENTURE WITNESSETH THAT:

In consideration of the premises and of other good and valuable considerations, receipt of which is hereby acknowledged, the Trustee does hereby sell, assign, transfer and set over unto the Company all of the Unsuitable Equipment which is specifically described herein and covered by the Equipment Trust Agreement.

TOGETHER with all right, title and interest now owned or hereafter acquired by the Trustee in and to the said Unsuitable Equipment.

TO HAVE AND TO HOLD all and singular the said equipment and the said attendant rights to the Company, its successors and assigns, for its and their own use and behoof forever;

AND the Trustee hereby covenants with the Company, its successors and assigns, that the Trustee has not done, permitted, executed or suffered, and that neither it nor its successors or assigns will do, commit, execute or suffer any act, matter or thing whatsoever which is calculated to or which will or may impugn, impair, defeat or cast doubt upon the clear, absolute and indefeasible title given to the Company by these presents.

The Trustee does hereby constitute and appoint GEORGE J. RAYZIS to be its attorney, for it and in its name and as and for its corporate act and deed to acknowledge this instrument before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgment, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the said Equipment Trust Agreement, with respect to the above-described Unsuitable Equipment, has caused these presents to be signed in its name and its corporate seal to be hereunto affixed, duly attested, this 28th day of July, 1989.

FIRST PENNSYLVANIA BANK, N.A.

By



Corporate Trust Officer

Attest:



Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss.
CITY AND COUNTY OF PHILADELPHIA)

On this 28th day of July, 1989, before me personally appeared GEORGE J. RAYZIS, to me personally known, who, being by me duly sworn, says that he is Corporate Trust Officer of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires: